

1756107

FILED
in the office of the Secretary of State
of the State of California

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
CLIF BAR & COMPANY**

MAY 03 2010

KEVIN CLEARY and BRUCE LYMBURN certify that:

STATEMENT 1. They are the President and Secretary, respectively, of CLIF BAR & COMPANY, a California corporation.

STATEMENT 2. The Articles of Incorporation are hereby amended and restated in their entirety to read as follows:

**ARTICLE I.
NAME**

The name of the corporation is CLIF BAR & COMPANY.

**ARTICLE II.
AUTHORIZED PURPOSES**

The purpose of the corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporations Code; except as its acts and activities are limited by its business model of aspiring to sustain the viability of its brands; sustain the viability of its business; sustain the working and living morale of its employees; sustain the community; and sustain the planet.

**ARTICLE III.
CAPITAL STOCK**

- A. The corporation is authorized to issue one class of stock to be designated as "Common Stock." The total number of shares which this corporation is authorized to issue is One Million (1,000,000) shares.
- B. Of the authorized shares of Common Stock, two hundred thousand (200,000) shares will be designated as Series A Voting Common Stock and eight hundred thousand (800,000) shares will be designated as Series B Non-Voting Common Stock.
- C. The rights, preferences, privileges and restriction granted to or imposed upon the respective series of shares of Common Stock or holders thereof are identical except the holders of the Series A Voting Common Stock have the exclusive voting rights and power of the corporation, including the *exclusive*

right to notice of shareholders meetings. The holders of shares of the Series B Non-Voting Common Stock, as such, are not entitled to any voting powers whatsoever, except as may be required by law.

ARTICLE IV. INDEMNIFICATION OF DIRECTORS AND AGENTS

Section IV(A) Directors. The liability of the directors of this corporation for monetary damages shall be eliminated to the fullest extent permissible under California law.

Section IV(B) Agents. The corporation is authorized to provide indemnification of agents (as defined in Section 317 of the California Corporations Code) for breach of duty to the corporation and its shareholders, through Bylaw provisions, agreements with agents, vote of shareholders or disinterested directors or otherwise, in excess of the be indemnification otherwise permitted by Section 317 of the California Corporations Code; subject only to the limits on such excess indemnification set forth in Section 204 of the California Corporations Code with respect to actions for breach of duty to the corporation and its shareholders.

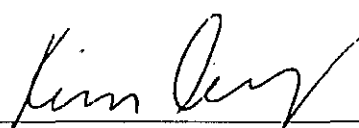
Section IV(C) Duration. Any repeal or modification of this Article IV shall only be prospective and shall not affect the rights under this Article IV in effect at the time of the alleged occurrence of any act or omission to act giving rise to liability or indemnification.

STATEMENT 3. The foregoing Amended and Restated Articles of Incorporation has been duly approved by the Board of Directors.

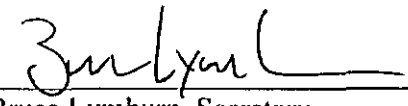
STATEMENT 4. The foregoing Amended and Restated Articles of Incorporation has been duly approved by the required vote of shareholders in accordance with Sections 902 of the Corporations Code: The total number of outstanding shares of the corporation entitled to vote on the amendment and restatement is 60,000 shares of Series A Voting Common Stock. The number of shares voting in favor of the amendment equaled or exceeded the vote required. The percentage vote required was more than fifty percent (50%), and the vote of approval was unanimous.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct to our knowledge.

Date: April 30, 2010



Kevin Cleary, President



Bruce Lymburn, Secretary